

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

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CAPMARK FINANCIAL GROUP INC.;
SUMMIT CREST VENTURES, LLC; CAPMARK
CAPITAL LLC (f/k/a CAPMARK CAPITAL
INC.); CAPMARK FINANCE LLC (f/k/a
CAPMARK FINANCE INC.); COMMERCIAL
EQUITY INVESTMENTS LLC (f/k/a
COMMERCIAL EQUITY INVESTMENTS,
INC.); MORTGAGE INVESTMENTS, LLC; NET
LEASE ACQUISITION LLC; SJM CAP, LLC;
CAPMARK AFFORDABLE EQUITY
HOLDINGS LLC (f/k/a CAPMARK
AFFORDABLE EQUITY HOLDINGS INC.);
CAPMARK REO HOLDING LLC; and
CAPMARK INVESTMENTS LP,

Plaintiffs,

v.

GOLDMAN SACHS CREDIT PARTNERS L.P.;
GOLDMAN SACHS CANADA CREDIT
PARTNERS CO.; GOLDMAN SACHS
MORTGAGE COMPANY; and GOLDMAN
SACHS LENDING PARTNERS LLC,

Defendants.
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Case No. 11-CIV-7511 (RWS)

**DECLARATION OF ANDREW D. SCHLICHTER IN SUPPORT OF THE
GOLDMAN LENDERS' REPLY MEMORANDUM OF LAW IN SUPPORT OF THE
GOLDMAN LENDERS' MOTION TO TRANSFER THE ACTION TO THE
DISTRICT OF DELAWARE PURSUANT TO 28 U.S.C. § 1412**

1. I am an attorney admitted to practice before this Court and an attorney in the law firm of Davis Polk & Wardwell LLP, counsel for the following defendants in this action: Goldman Sachs Credit Partners L.P., Goldman Sachs Canada Credit Partners Co., Goldman Sachs Mortgage Company, and Goldman Sachs Lending Partners LLC (collectively, the "Goldman Lenders"). I submit this Declaration in support of the Goldman Lenders' Reply

Memorandum of Law in Support of the Goldman Lenders' Motion to Transfer the Action to the District of Delaware Pursuant to 28 U.S.C. § 1412.

2. Attached hereto are true and correct copies of the following documents:

- Exhibit O: Official Committee of Unsecured Creditors' Amended Reply to Objections to Committee's Motion Under Fed. R. Bankr. P. 7051, 9014 and 9023 for Reconsideration, Amendment and/or Clarification of Certain of the Court's November 1, 2010 Findings of Fact and Conclusions of Law, dated April 1, 2011.
- Exhibit P: Highlighted Excerpts from Transcript of Proceedings Before the Honorable Christopher S. Sontchi, United States Bankruptcy Court Judge, dated April 11, 2011.
- Exhibit Q: Debtors' Proposed Findings of Fact and Conclusions of Law in Respect of (A) Capmark's Motion Dated September 3, 2010 for Order Approving Proposed Settlement Between Debtors and their Prepetition Secured Credit Facility Lenders and (B) UCC's Motion Dated August 10, 2010 for Order Granting It Standing to Bring Avoidance Actions, filed October 23, 2010.

3. I declare under penalty of perjury that the foregoing are true and correct.

Executed on January 13, 2012
in New York, New York

/s/ Andrew D. Schlichter
Andrew D. Schlichter (AS-8063)